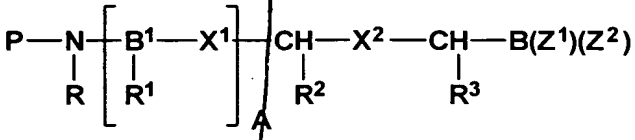
Kindly add the following new claims:

-- 90. A compound having the formula:



(1a)

or a pharmaceutically acceptable salt thereof; wherein

P is R^7–C(O)– or R^7–SO_2–, where R^7 is one of quinolinyl, quinoxalinyl, pyridyl, pyrazinyl, furanyl or pyrrolyl, or when P is R^7–C(O)–, R^7 can also be N-morpholinyl;

X^2 is –C(O)–NH–;

R is hydrogen or alkyl;

R^2 and R^3 are independently hydrogen, alkyl, cycloalkyl, aryl, or $–CH_2–R^5$;

R^5, in each instance, is one of aryl, aralkyl, alkaryl, cycloalkyl, quinolinyl, pyridyl, indolyl, or –W–R^6, where W is a chalcogen and R^6 is alkyl;

where the ring portion of any of said aryl, aralkyl, or alkaryl in R^2, R^3 and R^5 can be optionally substituted by one or two substituents independently selected from the group consisting of C_{1-6} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyl(C_{3-8})cycloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, cyano, amino, C_{1-6} alkylamino, di(C_{1-6})alkylamino, benzylamino, dibenzylamino, nitro, carboxy, carbo(C_{1-6})alkoxy, trifluoromethyl, halogen, C_{1-6} alkoxy, C_{6-10} aryl, C_{6-10} aryl(C_{1-6})alkyl, C_{6-10} aryl(C_{1-6})alkoxy, hydroxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, C_{6-10} arylthio, C_{6-10} arylsulfinyl, C_{6-10} arylsulfonyl, C_{6-10} aryl, C_{1-6} alkyl(C_{6-10})aryl, and halo(C_{6-10})aryl;

Z^1 and Z^2 are independently one of hydroxy, alkoxy, or aryloxy, or together Z^1 and Z^2 form a moiety derived from a dihydroxy compound having at least two hydroxy groups separated by at least two connecting atoms in a chain or ring, said chain or ring comprising carbon atoms, and optionally, a heteroatom or heteroatoms which can be N, S, or O; and

A is zero.

91. A compound of claim 90, wherein:

P is one of quinolinecarbonyl, pyridinecarbonyl, quinolinesulfonyl, quinoxalinecarbonyl, quinoxalinesulfonyl, pyrazinecarbonyl, pyrazinesulfonyl, furancarbonyl, furansulfonyl or N-morpholinylcarbonyl;

A is zero;

X^2 is –C(O)–NH–;

R is hydrogen or C_{1-8} alkyl;

R^2 and R^3 are each independently one of hydrogen, C_{1-8}alkyl, C_{3-10}cycloalkyl, C_{6-10}aryl, or C_{6-10}ar(C_{1-6})alkyl; and

Z^1 and Z^2 are both hydroxy, C_{1-6}alkoxy, or C_{6-10}aryloxy, or together Z^1 and Z^2 form a moiety derived from a dihydroxy compound selected from the group consisting of pinacol, perfluoropinacol, pinanediol, ethylene glycol, diethylene glycol, 1,2-cyclohexanediol, 1,3-propanediol, 2,3-butanediol, glycerol or diethanolamine.

92. The compound of claim 91, wherein P is 2-pyrazinecarbonyl, 8-quinolinesulfonyl or N-morpholinoyl.

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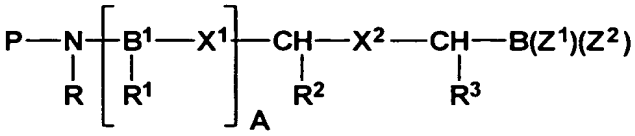
93. A compound having the formula:



(1a)

or a pharmaceutically acceptable salt thereof;

wherein

P is R^7–C(O)– and R^7 is pyrazinyl;

X^2 is –C(O)–NH–;

R is hydrogen or alkyl;

R^2 and R^3 are independently hydrogen, alkyl, cycloalkyl, aryl, or $-CH_2-R^5$;

R^5, in each instance, is one of aryl, aralkyl, alkaryl, cycloalkyl, or –W–R^6, where W is a chalcogen and R^6 is alkyl;

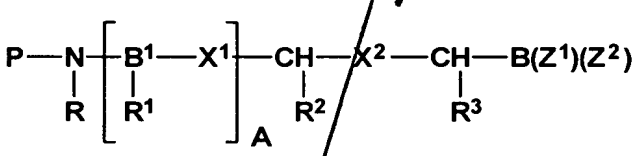
where the ring portion of any of said aryl, aralkyl, or alkaryl in R^2, R^3 and R^5 can be optionally substituted by one or two substituents independently selected from the group consisting of C_{1-6} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyl(C_{3-8})cycloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, cyano, amino, C_{1-6} alkylamino, di(C_{1-6})alkylamino, benzylamino, dibenzylamino, nitro, carboxy, carbo(C_{1-6})alkoxy, trifluoromethyl, halogen, C_{1-6} alkoxy, C_{6-10} aryl, C_{6-10} aryl(C_{1-6})alkyl, C_{6-10} aryl(C_{1-6})alkoxy, hydroxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, C_{6-10} arylthio, C_{6-10} arylsulfinyl, C_{6-10} arylsulfonyl, C_{6-10} aryl, C_{1-6} alkyl(C_{6-10})aryl, and halo(C_{6-10})aryl;

Z^1 and Z^2 are independently one of hydroxy, alkoxy, or aryloxy, or together Z^1 and Z^2 form a moiety derived from a dihydroxy compound having at least two hydroxy groups

separated by at least two connecting atoms in a chain or ring, said chain or ring comprising carbon atoms, and optionally, a heteroatom or heteroatoms which can be N, S, or O; and

A is zero.

94. A compound having the formula:



(1a)

or a pharmaceutically acceptable salt thereof;

wherein

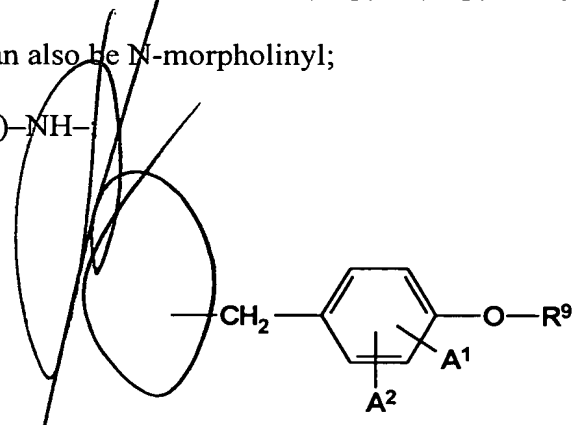
A is zero;

P is one of R^7–C(O)–, or R^7–SO_2–[, R^7–NH–C(O)– or R^7–O–C(O)–];

R^7 is one of quinolinyl, quinoxalinyl, pyridyl, pyrazinyl, furanyl or pyrrolyl, or when P is R^7–C(O)–, R^7 can also be N-morpholinyl;

X^2 is –C(O)–NH–;

R^2 is:



where

A^1 and A^2 are independently one of hydrogen, C_{1-6} alkyl, halogen, monohalo (C_{1-6}) alkyl or trifluoromethyl;

R^9 is one of hydrogen, C_{1-8}alkyl, phenyl, benzyl, phenethyl or pyridylmethyl;

R is hydrogen or alkyl;

R^3 is C_{1-6}alkyl; and

Z^1 and Z^2 are both hydroxy, C_{1-6}alkoxy, or C_{6-10}aryloxy, or together Z^1 and Z^2 form a moiety derived from a dihydroxy compound selected from the group consisting of pinacol, perfluoropinacol, pinanediol, ethylene glycol, diethylene glycol, 1,2-cyclohexanediol, 1,3-propanediol, 2,3-butanediol, glycerol or diethanolamine. --

Kindly amend claims 2, 5, 11-18, 20-24 and 63-66 as follows:

Kindly amend claims 2, 5, 11, 13, 14, 15, 16, 20, 21 and 23, line 1 of each claim, by deleting "claim 1" and inserting -- claim 90 -- therefor.

~~12.~~ (amended) The compound of claim [1] 90, wherein:

[R^1, at each occurrence, and] R^2 and R^3 are each independently one of hydrogen, C_{1-8} alkyl, C_{3-10} cycloalkyl, or C_{6-10} aryl, [a 5-, 6-, 9- or 10- membered heteroaryl group,] or $-CH_2-R^5$;

R^5, in each instance, is one of C_{6-10}aryl, C_{6-10}ar(C_{1-6})alkyl, C_{1-6}alk(C_{6-10})aryl, C_{3-10}cycloalkyl, C_{1-8}alkoxy, or C_{1-8}alkylthio [or a 5-, 6-, 9- or 10- membered heteroaryl group];

where the ring portion of any of said aryl, aralkyl, or alkaryl [or 5-, 6-, 9- or 10-membered heteroaryl] groups of [R^1,] R^2, R^3 and R^5 can be optionally substituted by one or two substituents independently selected from the group consisting of C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{1-6}alkyl(C_{3-8})cycloalkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, cyano, amino, C_{1-6}alkylamino,

di(C_{1-6})alkylamino, benzylamino, dibenzylamino, nitro, carboxy, carbo(C_{1-6})alkoxy, trifluoromethyl, halogen, C_{1-6}alkoxy, C_{6-10}aryl, C_{6-10}aryl(C_{1-6})alkyl, C_{6-10}aryl(C_{1-6})alkoxy, hydroxy, C_{1-6}alkylthio, C_{1-6}alkylsulfinyl, C_{1-6}alkylsulfonyl, C_{6-10}arylthio, C_{6-10}arylsulfinyl, C_{6-10}arylsulfonyl, C_{6-10}aryl, C_{1-6} alkyl(C_{6-10})aryl, and halo(C_{6-10})aryl.

17. (amended) The compound of claim [1] 90, wherein R^2 is one of isobutyl, 1-naphthylmethyl, 2-naphthylmethyl, 3-pyridylmethyl, 2-pyridylmethyl 6-quinolinylmethyl, 3-indolylmethyl, benzyl, 4-fluorobenzyl, 4-hydroxybenzyl, [4-(2'-pyridylmethoxy)benzyl,] 4-(benzyloxy)benzyl, ~~benzylnaphthylmethyl or phenethyl.~~

18. (amended) The compound of claim [1] 90, wherein Z^1 and Z^2 are independently one of [C_{1-6}alkyl,] hydroxy, C_{1-6}alkoxy, or C_{6-10}aryloxy.

22. (amended) The compound of claim [1] 90, wherein:

P is one of 8-quinolinecarbonyl, 8-quinolinesulfonyl, 2-quinoxalinecarbonyl, 2-quinoxalinesulfonyl, 2-pyrazinecarbonyl, 2-pyrazinesulfonyl, 3-pyridinecarbonyl, 3-pyridinesulfonyl, 3-furancarbonyl, 3-furansulfonyl or N-morpholinecarbonyl;

A is zero;

X^2 is –C(O)–NH–;

R is hydrogen or C_{1-8} alkyl;

R^3 is isobutyl;

R^2 is one of isobutyl, 1-naphthylmethyl, 2-naphthylmethyl, 3-pyridylmethyl, 2-pyridylmethyl, 6-quinolinylmethyl, 3-indolylmethyl, benzyl, 4-fluorobenzyl,

4-hydroxybenzyl, [4-(2'-pyridylmethoxy)benzyl,] 4-(benzyloxy)benzyl, benzylnaphthylmethyl or phenethyl; and

Z^1 and Z^2 are independently one of hydroxy, C_{1-6}alkoxy, C_{6-10}aryloxy, or together Z^1 and Z^2 form a moiety derived from a dihydroxy compound selected from the group consisting of pinacol, perfluoropinacol, pinanediol, ethylene glycol, diethylene glycol, 1,2-cyclohexanediol, 1,3-propanediol, 2,3-butanediol, glycerol or diethanolamine.

18 ~~24.~~ (amended) The compound [of claim 17, wherein said compound is] *N*-(2-pyrazine)carbonyl-L-phenylalanine-L-leucine boronic acid, or a [an isostere,] pharmaceutically acceptable salt or boronate ester thereof.

20 ~~63.~~ (amended) A pharmaceutical composition, comprising a compound of [claims 1, 25, 33, 43, 51, 58 or 61,] claim 90, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or diluent.

21 ~~64.~~ (amended) A pharmaceutical composition, comprising a compound of [claims 22, 28, 41, 49, 55, 60 and 62] claim 93, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier or diluent.

65. (amended) A pharmaceutical composition, comprising a compound of [claims 23, 32, 42, 50, 56 and 57] claim 94, or a [an isostere,] pharmaceutically acceptable salt [or boronate ester] thereof, and a pharmaceutically acceptable carrier or diluent.